

HEARING DATE AND TIME: TO BE DETERMINED
OBJECTION DEADLINE: TO BE DETERMINED

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	: Case No.: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	: (Jointly Administered)
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**NOTICE OF HEARING ON MOTION OF
GENERAL MOTORS LLC TO ENFORCE 363 SALE ORDER
AND APPROVED DEFERRED TERMINATION AGREEMENTS
AGAINST ROSE CHEVROLET, INC., HALLEEN CHEVROLET, INC.,
ANDY CHEVROLET COMPANY AND LESON CHEVROLET COMPANY, INC.**

PLEASE TAKE NOTICE that upon the annexed Motion, dated October 8, 2010 (the “**Motion**”),¹ of General Motors LLC (f/k/a General Motors Company) (“**New GM**”), for an order pursuant to sections 105 and 363 of title 11, United States Code (the “**Bankruptcy Code**”) and Bankruptcy Rule 7001 (a) enforcing the 363 Sale Order and the provisions of the Wind-Down Agreements approved by this Court, including but not limited to sections 2(a) (termination of the Chevrolet Dealer Agreements by October 31, 2010), 5(d) (covenant not to sue New GM) and 13 (exclusive jurisdiction of the Bankruptcy Court), and directing Rose Chevrolet, Inc. (“**Rose**”), Halleen Chevrolet, Inc. (“**Halleen**”), Andy Chevrolet Company d/b/a Sims Chevrolet, Inc. (“**Sims**”) and Leson Chevrolet Company, Inc. (“**Leson**” and, collectively with Rose, Halleen and Sims, the “**Dealers**”) to specifically perform their obligations pursuant to, *inter alia*, sections 5(e) (indemnity owed to New GM) and 5(d) and 17 (specific performance allowed) of the Wind-Down Agreements; (b) directing the Dealers and all persons acting in concert with them to cease and desist from further prosecuting, or otherwise pursuing the claims asserted in, the Actions (as defined in the Motion) against New GM; (c) directing the Dealers to dismiss the Actions with prejudice, all as more fully set forth in the Motion; and (d) granting such other and further relief as may be warranted by, among other things, the Dealers’ breach of section 5(e) of the Wind-Down Agreements (the indemnification provision) and the Dealers’ violation of this Court’s orders, a hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on a date to be determined by the Court which will be set forth in a subsequent notice.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (i) King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036 (Attn: Arthur Steinberg, Esq. and Scott Davidson, Esq.); (ii) Jones Day, 325 John H. McConnell Boulevard, Suite 600, Columbus, Ohio 43215 (Attn: Jeffrey J. Jones, Esq.); (iii) Jones, Walker, Waechter, Poitevent, Carrere & Denegre, LLP, 201 St. Charles Avenue, Suite 5100, New Orleans, Louisiana 70170-5100 (Attn: David G. Radlauer, Esq. and Thomas A. Casey, Jr., Esq.); (iv) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (v) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (vi) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (vii) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (viii) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (ix) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (x) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Amy Caton, Esq., Lauren Macksoud,

Esq., and Jennifer Sharret, Esq.); (xi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.); (xii) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (xiii) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xiv) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than on a date to be determined by the Court which will be set forth in a subsequent notice (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Motion, New GM may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
October 8, 2010

Respectfully submitted,

/s/ Arthur Steinberg

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